

**CollegeCounts 529 Fund
Investment Committee Meeting
June 5, 2012
State Capitol, Room S-106**

Pursuant to public notice, a CollegeCounts 529 Fund investment committee meeting was held on June 5, 2012. The meeting was called to order by Chairman Boozer at 8:45 AM, with a quorum present.

Present:

Chairman Young Boozer
Daniel Hughes

Others Present:

Daria Story

Chairman Boozer recapped information regarding a recent sub-advisor change to the Harbor Large Cap Value Fund. The fund is in the advisor plan only as an individual fund portfolio and in the age-based and target portfolios. Total market value of the fund is approximately \$79.7 million in all portfolios with 4,340 accounts in the individual fund portfolio. Harbor replaced the fund's sub-advisor Cohen & Steers Capital Management with Aristotle Capital Management. Wilshire recommended, and PCA concurred, that the large cap value fund product in the advisor portfolio should maintain the diversified Cohen & Steers strategy previously approved by the Board versus the new Aristotle strategy. Wilshire stressed that the change should be immediate due to the infancy of Aristotle and that the Aristotle strategy diverges significantly from the original strategy approved by the Board. The change will be fee neutral.

Documents reviewed and attached are: Wilshire memorandum dated May 31, 2012, PCA memorandum dated June 5, 2012, and Wilshire's Manager Research paper.

Mr. Hughes made a motion to transition the Harbor Large Cap Value Fund accounts to Cohen & Steers Dividend Value 1 Fund immediately. Chairman Boozer seconded the motion, and the motion carried. The action will be presented to the Board for ratification at the next meeting.

There being no further business, the meeting was adjourned at 9:00 AM.